SEC 1972 Potential persons who are to respond to the collection of information contained in this form (6-02) are not required to respond unless the form displays a currently valid OMB control number.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden

hours per response...1

04008551

## FORM D

TICE OF SALE OF SECURITIES

LURSUANT TO REGULATION D,

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

12 / 5565	
Name of Offering ([] check if this is an amendment and name has changed, and	indicate change.)
Filing Under (Check box(es) that [ ] Rule 504 [ ] Rule 505 [ ] Rule 506 [	X] Section 4(6) [ ] ULOE PROCESSED
Type of Filing: [X] New Filing [ ] Amendment	FEB 23 2004
Drawbridge Investments, LLC Offering of Financial Units of Membership Interests	THOMSON FINANCIA
A. BASIC IDENTIFICATION DATA	Cartina antiferior - share the second
Enter the information requested about the issuer	and the second s
Name of Issuer ([ ] check if this is an amendment and name has changed, and Drawbridge Investments, LLC	indicate change.)
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Three Times Square, 25th Floor, New York, NY 10036, Attn. David Cooper	(646) 314-5074
Address of Principal Business Operations (Number and Street, City, State, Zip Area Code) (if different from Executive Offices)	Code) Telephone Number (Including

**Brief Description of Business** 

Same as Executive Offices

To own and operate one or more castles in France as bed and breakfast lodging.

MAM

[ ] corporation	[ ] limited partnership, already formed [X] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed limited liability company
COMMENTS OF THE PROPERTY OF TH	Month Year
Actual or Estimated Date	e of Incorporation or Organization: [0]3] [0]2] [X] Actual [] Estimated
Jurisdiction of Incorporat	tion or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [D] [E]

## **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

## A. BASIC IDENTIFICATION DATA

# 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Name (Last nam Shields, Adam J.	e first, if individual)	allianisti tii oli <del>käytee kalla 188</del> 2-al <u>1</u> 873 on one le e eesaal	ida dilata - Jerrangana (del 1, percentar e e e	in uid in in in de de nem in in in in en die de nemen de de nem
Business or Resident 23 Fiske Road, Ashland	ce Address (Number and Street d, MA 01721	, City, State, Zip Co	de)	and the statement of the decision of the statement of the
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [	General and/or Managing Partner
Full Name (Last nam Cooper, David A.	e first, if individual)	The second of th	tauta m <del>iniminin</del> habit itu tuma 1994 - 200 - 4440 di	подил тичного об обществения пового вы шистоподимию.
	ce Address (Number and Street # 11L, New York, NY 10023	, City, State, Zip Co	de)	
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [	General and/or Managing Partner
Full Name (Last nam Tillen, Charles R. D.	e first, if individual)	THE THE METERS AND AN ADVISOR OF THE	eri 🖜 e u u a e e esta e e e e e e e e e e e e e e e e e e e	i en la companyamenta de l
Business or Residene 84 Overbrook Drive, W	ce Address (Number and Street Vellesley, MA 02482	, City, State, Zip Co	de)	e (no. 1800), uma um esta de l'entre committee de l
Check Box(es) that Apply:	[X] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director [	General and/or Managing Partner
Full Name (Last nam Hill, Peter A.	·	Tilledinennings.cz. Zemin erweniumscze	(an annual of the second of th	uuruudakken een veleen (uulus 1954) on neen (uulus 1957) on neen oli ka suurun neen oli kas sekke
Business or Resident 4633 Zenith Avenue So	ce Address (Number and Street outh, Minneapolis, MN 55410	, City, State, Zip Co	de)	
	[ ] Promoter [ ] Beneficial Owner			
Full Name (Last nam	e first, if individual)	enterioristic de la companya de la c	en e	A CO
Business or Residen	ce Address (Number and Street	, City, State, Zip Co	de)	
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Full Name (Last nam	ne first, if individual)	And the second s	and a second	rad et facultation (COLOR) 1800 (10, 10, 12, 10, 10, 10) and radioant information (COLOR) (10, 10, 10, 10, 10, 10, 10, 10, 10, 10,
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Check Apply:	Box(es)	that	[]Pro	•	] Benefi Owner		[]Exe	cer	[][	irector [	] Gener Manag Partne	ging
Full Na	ame (Las	st name	first, if i		al)	HART I STATEMENT	***************************************		A SPACE CHEST IF THE			unitationalisti e a si permita (a) e si chelle. E com il diponimi dell'altrenumbi
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			Answ	ver also	in Apper	ndix, Col	umn 2, it	f filing un	der ULO	Ε.		
2. Wha	at is the	minimu	m invest	ment th	at will be	accepte	ed from a	any indivi	dual?		\$	150,000
3. Doe	s the off	ering p	ermit joir	nt owner	ship of a	single ı	unit?	•••••	•••••		Ye: [	
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0

\$ 150,000

Number

investors

1

0

0

Type of Security

N/A

N/A

NI/A

93,750

\$\_

0

\$ 93,750 \$ 150,000

Aggregate

**Dollar Amount** 

0

**Dollar Amount** 

0

Sold

of Purchases

\$ 150,000

[ ] Common

"zero."

C-Question 1.

Type of offering

Dula 504

Total .....

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or

Accredited Investors .....

Non-accredited Investors .....

3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u>, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part

Total (for filings under Rule 504 only) .....

Rule 505 .....

Regulation A .....

Answer also in Appendix, Column 4, if filing under ULOE.

Other (Specify LLC Financial Units ).

[ ] Preferred

Total	N/A	\$_	0
Furnish a statement of all expenses in connection with the issuance distribution of the securities in this offering. Exclude amounts relatingly to organization expenses of the issuer. The information may been as subject to future contingencies. If the amount of an expenditure	g		
ot known, furnish an estimate and check the box to the left of the			
mate. Transfer Agent's Fees		f 1 &	0
Printing and Engraving Costs	•	[]\$_	
Legal Fees		[]\$_ [X]\$_;	
Accounting Fees		[]\$_	
Engineering Fees		[]\$_	
Sales Commissions (specify finders' fees separately)		[]\$_	0
Other Expenses (identify)		[]\$_	0
Total		[X] \$_2	
pose is not known, furnish an estimate and check the box to the left of mate. The total of the payments listed must equal the adjusted gross	s ove. Paymo	ents to	
roposed to be used for each of the purposes shown. If the amount for cose is not known, furnish an estimate and check the box to the left of mate. The total of the payments listed must equal the adjusted gross ceeds to the issuer set forth in response to Part C - Question 4.b about 1.5	ove. Paymo Office Direct Affiliat	rs, ors, & es	Payments Others
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Salaries and fees  Purchase of real estate  Purchase, rental or leasing and installation of machinery and equipment  Construction or leasing of plant buildings and facilities.  Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness  Working capital  Other (specify): <u>furnishings and improvements to property</u>	Paymo Office Direct Affiliat [] \$	ors, & es	Others [] \$( [] \$( [] \$( [] \$( [] \$( [X] \$_18,000 [] \$_4,589

Commission, upon written request of its spursuant to paragraph (b)(2) of Rule 502.	taff, the information furnished by the issuer	to any non-accredited investor					
Issuer (Print or Type)	Signature/	Date					
Drawbridge Investments, LLC	1 / Shields	1 Shields 2/15/04					
Name of Signer (Print or Type)	Title of Signer (Print or Type	,					
Adam J. Shields	CEO and Managing Member	,					
Author, Officials							
Intentional migatatements o	ATTENTION r omissions of fact constitute federal cr	iminal violations (Cas 49					
intentional misstatements o	U.S.C. 1001.)	miniai violations. (See 16					
end floor tille statt i state til en	E. STATE SIGNATURE	na ang ang ang ang ang ang ang ang ang a					
Is any party described in 17 CFR 230.2 provisions of such rule?	62 presently subject to any of the disqualif	ication Yes No					
Se	e Appendix, Column 5, for state response.	[][]					
the Uniform limited Offering Exemption (L claiming the availability of this exemption	t the issuer is familiar with the conditions the ILOE) of the state in which this notice is file has the burden of establishing that these canows the contents to be true and has duly person.	ed and understands that the issuer conditions have been satisfied.					
Issuer (Print or Type)	Signature	Date					
•	1 / (4.712)	2/15/04					
Drawbridge Investments, LLC  Name of Signer (Print or Type)	Title (Print or Type)	2/13/04					
Adam J. Shields	CEO and Managing Membe	r r					
Instruction:		<u>'</u>					
Print the name and title of the signing rep	resentative under his signature for the state or signed. Any copies not manually signed n atures.						
Consider the control of the control	APPENDIX						
1 2 3	4	5					

•

	Intend to sell to non- accredited investors in State (Part B-Item		Type of security and aggregate offering price offered in state (Part C-Item 1)	an	Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non- Accredited			
State AL	Yes	No X		Investors	Amount	Investors	Amount	Yes	No V
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SD         X           TN         X           TX         X           UT         X           VT         X           VA         X           VA         X           WA         X           WV         X           WI         X           WY         X           WY         X           X         X           X         X           X         X           X         X           X         X           X         X           X         X	RI	X				X
TN         X           TX         X           UT         X           VT         X           VA         X           VA         X           WA         X           WV         X           WI         X           WY         X           X         X           X         X           X         X           X         X           X         X           X         X           X         X           X         X	SC	X			,	X
TX         X           UT         X           VT         X           VA         X           VA         X           WA         X           WV         X           WI         X           WY         X           WY         X           X         X           X         X           X         X           X         X           X         X           X         X           X         X	SD	X	4		,	X
UT         X           VT         X           VA         X           VA         X           WA         X           WV         X           WI         X           WY         X           WY         X           X         X           X         X           X         X           X         X           X         X           X         X	TN	X				Χ
VT         X           VA         X           VA         X           WA         X           WW         X           WI         X           WY         X           WY         X           X         X           X         X           X         X           X         X           X         X	TX	X	3			X
VA         X           WA         X           WV         X           WI         X           WY         X           WY         X           X         X           X         X           X         X           X         X	UT	X				X
WA         X           WV         X           WI         X           WY         X           X         X           X         X	VT	X				X
WV         X           WI         X           WY         X           X         X           X         X	VA	X	1		1	X
WI X X X X	WA	X				X
WY X	WV	X				X
	WI	X			)	X
PR X	WY	X	i	i		X
	PR	X				X

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